

WT 05-50

**ALLTEL CORPORATION/
WESTERN WIRELESS
CORPORATION**

FCC APPLICATIONS

JANUARY 24, 2005

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| FCC 603 | FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control | Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 01/24/2005 at 05:50PM File Number: 0002016468 |
|----------------|---|---|

| | |
|---|--------------|
| 1) Application Purpose: Transfer of Control | |
| 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. | File Number: |
| 2b) File numbers of related pending applications currently on file with the FCC: | |

Type of Transaction

| |
|--|
| 3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No |
| 3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses? |
| 4) For assignment of authorization only, is this a partition and/or disaggregation? |
| 5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No |
| 5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result. |
| 6) Are attachments being filed with this application? Yes |
| 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes |
| 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes |

Transaction Information

| |
|---|
| 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. |
| 9) The assignment of authorization or transfer of control of license is: Voluntary |

Licensee/Assignor Information

| | | | |
|--|----------------------|---|---------|
| 10) FCC Registration Number (FRN): 0001569235 | | | |
| 11) First Name (if individual): | MI: | Last Name: | Suffix: |
| 12) Entity Name (if not an individual): WWC Holding Co., Inc. | | | |
| 13) Attention To: William J. Hackett | | | |
| 14) P.O. Box: | And / Or | 15) Street Address: 3650 131st Avenue, S.E., Suite 400 | |
| 16) City: Bellevue | 17) State: WA | 18) Zip Code: 98006 | |
| 19) Telephone Number: (425)586-8700 | | 20) FAX Number: (425)586-8118 | |
| 21) E-Mail Address: Bill.Hackett@wwireless.com | | | |

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

| | | | | | |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| Race: | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Transferor Information (for transfers of control only)

| | | | |
|---|----------|---|---------|
| 23) FCC Registration Number (FRN): 0004121877 | | | |
| 24) First Name (if individual): | MI: | Last Name: | Suffix: |
| 25) Entity Name (if not an individual): Western Wireless Corporation | | | |
| 26) P.O. Box: | And / Or | 27) Street Address: 3650 131st Avenue, S.E., Suite 400 | |

(28) City: **BALTIMORE**(29) State: **WA**(30) Zip Code: **98006**(31) Telephone Number: **(425)586-8700**(32) FAX Number: **(425)586-8118**

(33) E-Mail Address:

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

| | | | |
|--|---------------------------------------|---|---------|
| (34) First Name: William | MI: J | Last Name: Hackett | Suffix: |
| (35) Company Name: Western Wireless Corporation | | | |
| (36) P.O. Box: | And / Or | (37) Street Address: 401 9th Street, N.W., Suite 550 | |
| (38) City: Washington | (39) State: DC | (40) Zip Code: 20004 | |
| (41) Telephone Number: (202)654-5980 | (42) FAX Number: (202)654-5981 | | |
| (43) E-Mail Address: Bill.Hackett@wwireless.com | | | |

Assignee/Transferee Information

| | | | |
|--|---------------------------------------|---|-----------|
| (44) The Assignee is a(n): Limited Liability Corporation | | | |
| (45) FCC Registration Number (FRN): 0012630168 | | | |
| (46) First Name (if individual): | MI: | Last Name: | Suffix: |
| (47) Entity Name (if other than individual): Wigeon Acquisition LLC | | | |
| (48) Name of Real Party in Interest: | | | (49) TIN: |
| (50) Attention To: Wireless Regulatory Supervisor | | | |
| (51) P.O. Box: | And / Or | (52) Street Address: One Allied Drive, B2F02-A | |
| (53) City: Little Rock | (54) State: AR | (55) Zip Code: 72202 | |
| (56) Telephone Number: (501)905-8555 | (57) FAX Number: (501)905-8193 | | |
| (58) E-Mail Address: | | | |

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| | | | |
|--|---------------------------------------|--|---------|
| (59) First Name: Kathryn | MI: A | Last Name: Zachem | Suffix: |
| (60) Company Name: Wilkinson Barker Knauer, LLP | | | |
| (61) P.O. Box: | And / Or | (62) Street Address: 2300 N Street, NW, Suite 700 | |
| (63) City: Washington | (64) State: DC | (65) Zip Code: 20037 | |
| (66) Telephone Number: (202)783-4141 | (67) FAX Number: (202)783-5851 | | |
| (68) E-Mail Address: | | | |

Alien Ownership Questions

| | |
|---|-----------|
| (69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | No |
| (70) Is the Assignee or Transferee an alien or the representative of an alien? | No |
| (71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | No |
| (72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | No |
| (73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | No |

Basic Qualification Questions

| | |
|--|-----------|
| (74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances. | No |
| (75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances. | No |
| (76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances. | No |
| (77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances. | No |

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

| | | | | | |
|-------|-----------------------------------|--------|----------------------------|--|--------|
| Race: | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
|-------|-----------------------------------|--------|----------------------------|--|--------|

| | |
|--------------------------------|-------------------------|
| ethnicity: Hispanic or Latino: | Not Hispanic or Latino: |
| Gender: Female: | Male: |

Fee Status

79) Is the applicant exempt from FCC application fees? No

80) Is the applicant exempt from FCC regulatory fees? Yes

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

Typed or Printed Name of Party Authorized to Sign

81) First Name: Jeffrey MI: A Last Name: Christianson Suffix:

82) Title: Senior Vice President & General Counsel

Signature: Jeffrey A Christianson 83) Date: 01/24/06

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.

"If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Glenn MI: S Last Name: Rabin Suffix:

85) Title: VP - Federal Communications Counsel

Signature: Glenn S Rabin 86) Date: 01/24/06

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

| 87) Call Sign | 88) Radio Service | 89) Location Number | 90) Path Number (Microwave only) | 91) Frequency Number | 92) Lower or Center Frequency (MHz) | 93) Upper Frequency (MHz) | 94) Constructed Yes / No | 95) Assignment Indicator |
|---------------|-------------------|---------------------|----------------------------------|----------------------|-------------------------------------|---------------------------|--------------------------|--------------------------|
| WLR200 | CF | | | | | | Yes | |
| WLR201 | CF | | | | | | Yes | |
| WLR297 | CF | | | | | | Yes | |
| WLS735 | CF | | | | | | Yes | |
| WLS737 | CF | | | | | | Yes | |
| WMG745 | CF | | | | | | Yes | |
| WMG761 | CF | | | | | | Yes | |
| WMG812 | CF | | | | | | Yes | |

| WPOPOP | CF |
|---------|----|
| WPOP549 | CF |
| WPOP550 | CF |
| WPOP551 | CF |
| WPOP552 | CF |
| WPOP572 | CF |
| WPOP573 | CF |
| WPOP574 | CF |
| WPOP931 | CF |
| WPOP932 | CF |
| WPOQ660 | CF |
| WPOQ784 | CF |
| WPOR682 | CF |
| WPOR683 | CF |
| WPOR686 | CF |
| WPOR692 | CF |
| WPOR694 | CF |
| WPOS887 | CF |
| WPQL825 | CF |
| WPQP263 | CF |
| WPQP591 | CF |
| WPQQ584 | CF |
| WPQQ585 | CF |
| WPQQ586 | CF |
| WPQQ587 | CF |
| WPQQ589 | CF |
| WPQQ697 | CF |
| WPQS633 | CF |
| WPQT290 | CF |
| WPQX889 | CF |
| WPQX890 | CF |
| WPRU583 | CF |
| WPSK663 | CF |
| WPTB966 | CF |
| WPTG355 | CF |
| WPTH224 | CF |
| WPTP331 | CF |
| WPUI535 | CF |
| WPUL459 | CF |
| WPUN549 | CF |
| WPUP634 | CF |
| WPUQ768 | CF |
| WPUQ771 | CF |
| WPUR520 | CF |
| WPVR574 | CF |
| WPVR580 | CF |
| WPVW305 | CF |
| WPW1986 | CF |
| WPWJ469 | CF |
| WPWJ470 | CF |
| WPWZ273 | CF |
| WPWZ275 | CF |
| WPWZ277 | CF |
| WPWZ281 | CF |
| WPXN203 | CF |
| WPXR635 | CF |
| WPYH452 | CF |
| WPYM519 | CF |
| WPYS527 | CF |

[illegible]

| WDVT001 | CF |
|---------|----|
| WPYT394 | CF |
| WPYU904 | CF |
| WPYW985 | CF |
| WPYY374 | CF |
| WPYZ263 | CF |
| WPZI858 | CF |
| WPZI865 | CF |
| KNKA671 | CL |
| KNKA592 | CL |
| KNKA670 | CL |
| KNKA732 | CL |
| KNKA764 | CL |
| KNKA790 | CL |
| KNKA822 | CL |
| KNKN218 | CL |
| KNKN255 | CL |
| KNKN276 | CL |
| KNKN278 | CL |
| KNKN282 | CL |
| KNKN283 | CL |
| KNKN285 | CL |
| KNKN286 | CL |
| KNKN308 | CL |
| KNKN312 | CL |
| KNKN343 | CL |
| KNKN372 | CL |
| KNKN380 | CL |
| KNKN381 | CL |
| KNKN382 | CL |
| KNKN409 | CL |
| KNKN430 | CL |
| KNKN431 | CL |
| KNKN432 | CL |
| KNKN441 | CL |
| KNKN448 | CL |
| KNKN450 | CL |
| KNKN451 | CL |
| KNKN522 | CL |
| KNKN554 | CL |
| KNKN572 | CL |
| KNKN782 | CL |
| KNKQ281 | CL |
| KNKQ347 | CL |
| KNKQ383 | CL |
| KNKQ432 | CL |
| KNKQ449 | CL |
| KNKR256 | CL |
| KNKR258 | CL |
| KNKR296 | CL |
| KNKR311 | CL |
| KNKR312 | CL |
| KNKR320 | CL |
| WPVV301 | CL |
| WPXV273 | CL |
| KNLF934 | CW |
| KNLF940 | CW |
| KNLG247 | CW |
| KNLG760 | CW |

[illegible]

| KNLG788 | CW | Yes |
|----------------|-----------|------------|
| KNLG773 | CW | Yes |
| KNLG786 | CW | Yes |
| KNLG874 | CW | Yes |
| KNLG880 | CW | Yes |
| KNLG948 | CW | Yes |
| KNLG952 | CW | Yes |
| KNLG953 | CW | Yes |
| KNLG955 | CW | Yes |
| KNLH737 | CW | Yes |
| KNLH770 | CW | Yes |
| KNLH771 | CW | Yes |
| WPRU654 | CW | Yes |
| WPSJ965 | CW | Yes |
| WPSJ966 | CW | Yes |
| WPTM983 | CW | Yes |
| WPYL297 | CW | Yes |
| WPYL298 | CW | Yes |
| WPZA503 | CW | Yes |
| WPZA504 | CW | Yes |
| WPZA505 | CW | Yes |
| WPZA506 | CW | Yes |
| WPZA507 | CW | Yes |
| WPZA508 | CW | Yes |
| WPZA509 | CW | Yes |
| WPZA510 | CW | Yes |
| WPZA512 | CW | Yes |
| WPZA513 | CW | Yes |
| WPZA514 | CW | Yes |
| WPZA798 | CW | Yes |
| WPZI386 | CW | Yes |
| WQBG798 | CW | Yes |
| WQBI461 | CW | Yes |
| WQBI463 | CW | Yes |
| WQBI467 | CW | Yes |
| WQBI468 | CW | Yes |
| WQBI471 | CW | Yes |
| WQBI472 | CW | Yes |
| WQBK375 | CW | Yes |
| WQBK376 | CW | Yes |

| | | |
|--|---|--|
| FCC Form 603 Schedule A | Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services | Approved by OMB 3060 - 0800 See instructions for public burden estimate |
|--|---|--|

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

| |
|---|
| Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)? |
| If 'Yes', is the Assignee applying for installment payments? |

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

| | | | |
|---------------------------------|-----------------------|-----------------------|---------------|
| Year 1 Gross Revenues (current) | Year 2 Gross Revenues | Year 3 Gross Revenues | Total Assets: |
|---------------------------------|-----------------------|-----------------------|---------------|

2) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

| Attachment Type | Date | Description | Contents |
|-----------------|----------|--|-------------------------------|
| Other | 01/24/05 | Exhibit 1: Description of Transaction | 0179895855974720576518503.pdf |
| Other | 01/24/05 | Attachment 1: Declaration of Jeffery Gardner | 0179895885974720576518503.pdf |
| Other | 01/24/05 | Attachment 2: Spectrum Aggregation | 0179895895974720576518503.pdf |
| Other | 01/24/05 | Attachment 3: Competitors | 0179895905974720576518503.pdf |

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DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

This application seeks approval by the Federal Communications Commission ("FCC" or the "Commission") for the transfer of control of Western Wireless Corporation ("WWC") and its subsidiaries, along with its interests in affiliates and other entities in which WWC holds substantial interests, to ALLTEL Corporation ("ALLTEL").¹ The transaction will yield significant public interest benefits. Most notably, the transaction will help create a stronger regional wireless carrier that can be a far more formidable competitor against the nationwide carriers.

The public interest benefits of the transaction are straightforward. The Commission has recognized that consumers are demanding nationwide service and, therefore, transactions that expand a carrier's coverage area serve the public interest.² Here, the combined company will be able to deliver more services more broadly than either company could on a stand-alone basis. For example, the transaction will create substantial economies of scope and scale, which will enable the combined company to roll-out advanced broadband wireless services more quickly than would be possible by the Applicants individually. As a result, the Applicants will be able to offer a better product to consumers, which will enhance the ability of the combined company to compete more effectively against the larger nationwide CMRS providers. Moreover, by enlarging ALLTEL's footprint, the transaction creates the potential for expanded roaming opportunities for other carriers, regardless of technology. Each of these benefits enhances competition because it improves ALLTEL's ability to compete against the nationwide carriers. Further, because the markets served by the Applicants are largely complementary and substantial competition will remain in the limited overlap areas, these benefits can be achieved without any significant adverse impact on competition.

I. BACKGROUND

A. Description of the Parties

1. ALLTEL

ALLTEL, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified telecommunications company. Through its subsidiaries, ALLTEL provides wireless, local wireline telephone, long-distance, Internet, and high-speed data services to residential and

¹ ALLTEL and WWC also will be referred to as "Applicant" or "Applicants," as applicable.

² See *Applications of Voicestream Wireless Corporation, Powertel, Inc., Transferors, and Deutsche Telekom AG, Transferee, for Consent to Transfer Control of Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act*, 16 F.C.C.R. 9779, 9844-45 (2001) ("VSTR/DT Order").

business customers in 26 states. These services are provided in mid-sized cities and rural areas throughout much of the Southeast and portions of the Northeast, Southwest, and upper Midwest United States. An FCC Form 602 providing the ownership information for ALLTEL as it would appear upon consummation of the proposed transaction is on file with the Commission.

ALLTEL is legally, technically, and financially qualified with regard to the instant transfer of control applications. The Wireless Telecommunications Bureau ("WTB") recently reviewed ALLTEL's qualifications and determined that the company has all the requisite character and other qualifications to hold FCC Title III licenses.³

2. WWC

WWC, a Washington corporation headquartered in Bellevue, Washington, is one of the largest providers of rural wireless communications services in the United States. Through various subsidiaries and affiliates, WWC owns and operates wireless phone systems providing voice and data services using various digital and analog technologies in 19 states predominantly in the Central and Western portions of the United States. Through its subsidiary, Western Wireless International Holding Corporation, WWC is licensed to provide wireless communications to over 72 million people in eight foreign countries. An FCC Form 602 providing current ownership information for WWC is currently on file with the Commission.⁴

B. Description of the Transaction

ALLTEL seeks Commission approval for the transfer of control of WWC to ALLTEL. The transaction would be effectuated by merging WWC into Wigeon Acquisition LLC ("Wigeon"), a newly formed limited liability company wholly-owned by ALLTEL. At consummation, each share of WWC stock will be exchanged for \$9.25 in cash and 0.535 shares of ALLTEL common stock. WWC shareholders will have the right to make an all-cash or all-stock election, subject to proration depending on the number of shareholders making either such election. The WWC shares then will be cancelled.⁵

³ See ULS File No. 0001823402; Public Notice, Report No. 1927, at 19 (rel. Sept. 1, 2004) (consent to transfer of control of licenses held by Mobiletel); File No. 0001851031; Public Notice, Report No. 1945, at 21 (rel. Sept. 22, 2004) (consent to transfer of control of a licensee controlled by United States Cellular Corporation).

⁴ As a general rule, the Commission does not "re-evaluate the qualifications of transferors unless issues related to basic qualifications have been designated for hearing by the Commission or have been sufficiently raised in petitions to warrant the designation of a hearing." *AT&T Wireless Services, Inc. and Cingular Wireless Corporation, Memorandum Opinion and Order*, 19 F.C.C.R. 21522, 21546 (2004) ("Cingular/AWS Order").

⁵ Licensee entities in which ALLTEL currently holds interests will remain directly and indirectly held by ALLTEL Communications Inc., a wholly-owned subsidiary of ALLTEL that will become a sister corporation of Wigeon. Thus, ALLTEL's existing licensee entities are not affected by the proposed transaction.

C. Standard of Review

Pursuant to Sections 310(d) and 214 of the Communications Act of 1934, as amended, the subject licenses may not be transferred unless the Commission finds “that the public interest, convenience and necessity will be served thereby.”⁶ The first step in this analysis is an evaluation of the transferee’s qualifications. As noted above, each Applicant is qualified to hold the subject licenses. Pursuant to Section 310(d), “the Commission may not consider whether the public interest, convenience, and necessity might be served by the transfer . . . of the permit or license to a person other than the proposed transferee.”⁷

The public interest analysis also involves a review of the benefits and competitive impact of the transaction.⁸ This determination requires both an evaluation of competitive effects and a broader public policy analysis.⁹ The Commission also “must determine whether the transaction violates [FCC] rules, or would otherwise frustrate implementation or enforcement of the Communications Act and federal communications policy.”¹⁰

II. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST

Commission approval of the transfer of control applications will promote the public interest by strengthening ALLTEL as a competitor, a result which is particularly beneficial given the trend toward consolidation of nationwide competitors. First, although the transaction will not transform ALLTEL into a nationwide competitor, it will significantly expand the company’s

⁶ 47 U.S.C. §§ 214, 310(d). As discussed below, Applicants have separately requested Commission consent to the transfer of control of an international Section 214 - authorized subsidiary of WWC and the assignment of an international Section 214 from WWC to Wigeon.

⁷ *Id.* § 310(d).

⁸ This analysis weighs the public interest benefits against any competitive harm. *See, e.g., Cingular/AWS Order*, 19 F.C.C.R. at 21542; *Global Crossing Ltd. (Debtor-in-Possession), Transferor, and GC Acquisition Limited, Transferee, Applications for Consent to Transfer Control of Submarine Cable Landing Licenses, International and Domestic Section 214 Authorizations, and Common Carrier and Non-Common Carrier Radio Licenses, and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act, Order and Authorization*, 18 F.C.C.R. 20301, 20315-16 (IB, WTB, WCB 2003) (“*Global Crossing Order*”); *VSTR/DT Order*, 16 F.C.C.R. at 9789.

⁹ *See Cingular/AWS Order*, 19 F.C.C.R. at 21542-44; *Global Crossing Order*, 18 F.C.C.R. at 20315; 47 U.S.C. § 157(a).

¹⁰ *General Motors Corporation and Hughes Electronics Corporation, Transferors And The News Corporation Limited, Transferee, For Authority to Transfer Control*, MB Docket No. 03-124, *Memorandum Opinion and Order*, 19 F.C.C.R. 473 (2004); *accord Cingular/AWS Order*, 19 F.C.C.R. at 21544-45.

wireless footprint into nine new states: California (by obtaining a controlling interest), Idaho, Minnesota, Montana, Nevada, North Dakota, South Dakota, Utah (by obtaining a controlling interest) and Wyoming. Second, it will create significant economies of scale and scope that will improve ALLTEL's ability to compete against the nationwide carriers. Third, the combined company will have greater resources to enable it to deploy advanced wireless services in rural areas more quickly than either Applicant could on a stand-alone basis, further distinguishing the company from the nationwide carriers. Fourth, the acquisition of WWC will provide a business base broad enough for ALLTEL to consider the deployment of additional technologies (e.g., GSM) that will expand the availability of automatic roaming agreements in rural areas in the United States.

A. The Transaction Will Benefit Consumers by Expanding ALLTEL's Footprint and Reducing Roaming Costs

The Commission has determined that the public interest is served by authorizing transactions that enable CMRS carriers to expand their facilities-based footprint.¹¹ As it recently noted:

With a larger footprint, not only can a carrier offer competitive service to more consumers across the country, but also its consumers may enjoy enhanced service and/or lower prices because of factors such as the wider area in which the carrier's full handset functionality is operative and the carrier's lessened reliance on roaming agreements to fill out its coverage.¹²

ALLTEL currently provides cellular and PCS service in to rural areas and mid-sized cities in 24 states¹³ and WWC provides wireless service to similar areas in 19 states.¹⁴ After the transaction, the footprint for the combined company will cover 33 states. In terms of population coverage, ALLTEL's licensed service area currently encompasses approximately 61 million

¹¹ See *Applications of Northcoast Communications, LLC and Cellco Partnership d/b/a Verizon Wireless; For Consent to Assignment of Licenses, Memorandum Opinion and Order*, 18 F.C.C.R. 6490, 6494 (2003); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC, Memorandum Opinion and Order*, 19 F.C.C.R. 2570, 2585 (2004); *Cingular/AWS Order*, 19 F.C.C.R. at 21604.

¹² *Cingular/AWS Order*, 19 F.C.C.R. at 21604.

¹³ See ALLTEL Corporation, Communications Fact Sheet at http://www.alltel.com/news_information/aci.html.

¹⁴ See Western Wireless Corporation, Homepage of Western Wireless at <http://www.wwireless.com/>.

people¹⁵ whereas the combined company will cover approximately 72 million.¹⁶ This expansion, and the attendant economies of scope and scale, will place the company on much stronger footing to compete against the nationwide CMRS providers for a number of reasons.

For example, the improvements in ALLTEL's network will allow ALLTEL to offer consumers a higher-quality product (e.g., because it will facilitate the deployment of advanced services). In addition, nationwide CMRS providers now offer unlimited or large buckets of free minutes for "in-network" calling (i.e., calls between mobile phone customers of the same nationwide provider). The expanded ALLTEL network and subscriber base will benefit ALLTEL and WWC customers by increasing the number (and location) of mobile phone users that they can call for free. As a result, ALLTEL's offering in the market will be strengthened, which makes ALLTEL more competitive against the nationwide wireless carriers.

By combining networks and other infrastructure, roaming costs will be eliminated in many areas. For example, ALLTEL subscribers now must roam whenever they travel into California, Idaho, Minnesota, Montana, Nevada, North Dakota, South Dakota, Utah, or Wyoming. Post-consummation, ALLTEL will be able to offer service within portions of these states, thereby lessening its reliance on roaming arrangements to provide service to its subscribers.

B. The Transaction Will Produce Substantial Operating Synergies

The proposed transaction produces substantial synergies that will strengthen ALLTEL's ability to compete against nationwide carriers. This transaction is particularly appealing because the Applicants' shared CDMA technology will further facilitate ALLTEL's ability to integrate the systems expeditiously and with minimal disruption to customers. ALLTEL estimates that the current transaction will create operational synergies with a net present value of more than \$600 million.¹⁷

Based on its track record with prior transactions, ALLTEL is confident that it will achieve these savings. ALLTEL was formed in 1983 with the merger of Allied Telephone Co. and Mid-Continent Telephone Co. Over the years, ALLTEL has expanded its footprint and service offerings through a series of acquisitions:

¹⁵ See ALLTEL Corporation, SEC Form 8K, Supplemental Operating Information (Oct. 21, 2004).

¹⁶ See Press Release, Western Wireless Corporation, *ALLTEL to purchase Western Wireless in \$6 billion transaction*, (Jan. 10, 2005) available at <http://www.wwireless.com/PressRoom/RelWWC.pdf>.

¹⁷ Declaration of Jeffery R. Gardner, Executive Vice President and Chief Financial Officer, ALLTEL Corporation at 3 (Attachment 1).

- 1998 – 360 Communications – \$6.1 Billion
Added 2.6 million wireless customers
- 1999 – Alliant Communications and Liberty Cellular – \$2.4 Billion
Added 300K access lines and 440K wireless subscribers
- 2000 – Verizon Property Swap and Roaming Deal – \$600 Million
Added 700K net wireless subscribers
- 2002 – Verizon Kentucky Wireline – \$1.9 Billion
Added 600K access lines
- 2002 – CenturyTel Wireless – \$1.6 Billion
Added 700K wireless customers

Through these transactions, ALLTEL has demonstrated its ability to integrate newly acquired companies seamlessly and to expand its footprint, while achieving substantial synergies and economies of scale. In each deal, ALLTEL has met or exceeded its synergy goals.

The reduction in costs associated with the purchase of network equipment is one specific example of a synergy produced by the proposed transaction. Equipment prices fluctuate based on volume. Because the combined company will be able to purchase in larger quantities than either company could individually, the costs associated with network equipment will be substantially reduced.

The increased volume of purchases also creates a related benefit. As volume increases, handset manufacturers are more willing to customize device interfaces to match a carrier's service offerings. Thus, the combined company will be better positioned to deliver a more attractive customer experience by offering customized handsets.

The proposed transaction also will allow the combined company to take advantage of the best practices developed by each individual company. Western, for example, has already deployed a GSM overlay in its coverage areas to serve roamers and has thus established the in-house engineering experience and vendor relationships that will enable ALLTEL to evaluate whether to create similar roaming opportunities.

C. ALLTEL's Acquisition of WWC Will Facilitate the Deployment of Advanced Services to Rural Areas

Demand for new, high speed/bandwidth, advanced services is growing tremendously, with growth rates for such services dwarfing those for wireless voice services.¹⁸ The deployment

¹⁸ See M. Paul Jackson, *Demand for wireless-data services bring profits*, WINSTON SALEM JOURNAL, Jan. 8, 2005 available at http://www.journalnow.com/servlet/Satellite?pagename=WSJ%2FMGArticle%2FWSJ_BasicArticle&c=MGArticle&cid=1031780086601&path=!busine
(continued)

of advanced services in rural areas, however, generally lags behind urban areas.¹⁹ Understandably, larger carriers initially focus their deployment efforts in urban and suburban areas where the demand for such services is highest. Regional carriers, on the other hand, often lack the economies to deploy advanced services. The instant transaction changes this dynamic.

Although the nationwide carriers already have begun rolling out advanced services,²⁰ ALLTEL only recently announced that it would begin launching EV-DO in select markets in 2005.²¹ By acquiring WWC, ALLTEL would serve more rural areas than any other carrier. The combined company would have the resources necessary to expedite the deployment of advanced services in the rural areas it serves. Moreover, ALLTEL's deployment of advanced services in these smaller markets would distinguish the company from the larger carriers, which generally have not focused on deploying advanced services in rural areas. This incentive for deployment is even greater when combined with the new purchasing power of the combined company, which reduces the cost of acquiring the equipment required for the provision of advanced services.

(footnote continued)

ss&s=1037645507703; Yuki Noguchi and Griff Witte, *Wireless Firms Look at Phones as Limitless*, THE WASHINGTON POST, Feb. 19, 2004 at E1.

¹⁹ In its most recent report on *High-Speed Services for Internet Access*, the Wireline Competition Bureau's Industry Analysis and Technology Division observed that "[h]igh population density has a positive association with reports that high-speed subscribers are present, and low population density has an inverse association." See News Release, FCC, *Federal Communications Commission Releases Data On High-Speed Services for Internet Access*, at 4 (Jun. 8, 2004); see also U.S. Department of Commerce, Institute for Telecommunications Studies, *Advanced Telecommunications in Rural America* (2000) at http://www.its.bldrdoc.gov/tpr/2000/its_t/adv_tele/adv_tele.html.

²⁰ See News Release, Verizon Wireless, *Verizon Wireless and Lucent Technologies Launch EV-DO Data Services in Additional U.S. Markets*, September 23, 2004 (announcing EV-DO launch in 14 major metropolitan areas and 24 airports), available at <http://news.vzw.com/news/2004/09/pr2004-09-23.html>; News Release, Sprint PCS, *Sprint Announces Plans to Extend its Wireless Data Leadership with Launch of High-Speed Wireless Data Technology*, June 22, 2004, available at http://www2.sprint.com/mr/news_dtl.do?id=2061; News Release, Cingular Wireless, *Cingular to Deliver 3G Wireless Broadband Services*, Nov. 30, 2004, available at http://www.prnewswire.com/cgi-bin/micro_stories.pl?ACCT=088644&TICK=CINGUL1&STORY=/www/story/11-30-2004/0002555250&EDATE=Nov+30,+2004.

²¹ See Company Overview, ALLTEL Corporation, *Getting it Right*, at slide 8 (Jan. 7, 2005) at http://www.alltel.com/news_information/presentations/overview2005/sld008.htm.

D. The Transaction Creates the Potential for Improved Roaming in Rural Areas

By expanding its footprint, ALLTEL becomes a more attractive roaming partner for other carriers. To date, ALLTEL and WWC have entered into hundreds of roaming agreements. On a combined basis, these agreements produce approximately 10 percent of all wireless revenue for the companies. The combined company will explore steps that could be undertaken to increase roaming opportunities for other wireless carriers. For example, WWC currently utilizes CDMA technology to serve its customers, but has deployed a GSM overlay to serve roamers. With the expertise that WWC will bring to the table, coupled with its existing relationships with GSM vendors, ALLTEL will be able to ascertain whether it would be technically and economically feasible to deploy similar overlays that would permit the company to offer roaming to carriers regardless of the underlying technology. The transaction, therefore, has the potential to benefit not only ALLTEL and WWC's existing subscribers, but also wireless customers of other carriers as well since they would benefit from expanded roaming agreements and from ALLTEL as a more effective wireless competitor.

III. THE PROPOSED TRANSACTION WILL NOT HARM COMPETITION

The second component of the Commission's public interest analysis is an evaluation of the transaction's impact on competition. Under this analysis, a transaction raises competitive concerns if it "reduce[s] the availability of substitute choices (market concentration) to the point that the [acquiring] firm has a significant incentive and ability to engage in anticompetitive actions, such as raising prices or reducing output, either by itself or in coordination with other firms."²² In addition to the aforementioned public interest benefits, the proposed transaction will not adversely affect competition. As discussed below, the proposed transaction raises no such concerns.

A. Relevant Product Market

The first step in the competitive analysis is the identification of the relevant product market. The relevant product market consists of "all products 'reasonably interchangeable by consumers for the same purposes.'"²³ In this case, ALLTEL is acquiring WWC, a company primarily engaged in the provision of interconnected mobile voice and mobile data services over 850 MHz band cellular licenses and 1900 MHz band PCS licenses.²⁴ In this regard, the Commission has determined that interconnected mobile voice and mobile data services should

²² *Cingular/AWS Order*, 19 F.C.C.R. at 21552.

²³ *Id.* at ¶ 21557 (quoting *United States v. E.I. du Pont de Nemours & Co.*, 351 U.S. 377, 395 (1956)).

²⁴ Although voice and data services provided over cellular and PCS networks constitutes WWC's primary business, the company also holds paging, LMDS, Business Radio Service, and Point-to-Point Microwave Service licenses.

be analyzed in the context of a combined market for mobile telephony services²⁵ – which is defined as all interconnected mobile voice and data services provided over cellular, PCS, and SMR frequencies.²⁶ Thus, the Commission has concluded that mobile telephony is the relevant product market for evaluating similar transactions.

The Commission has indicated that it will also evaluate, in connection with mobile telephony market transactions, the impact of the proposed transaction on the spectrum market. When analyzing the impact of the transaction on the availability of spectrum, the Commission evaluates the total amount of spectrum an applicant would hold in the relevant geographic market post-transaction to determine whether these holdings would likely have a significant adverse impact on competition.²⁷ To assist with this analysis, Attachment 2 to this application lists the amount of spectrum the combined company would hold in areas where the ALLTEL and WWC operations currently overlap.

B. Relevant Geographic Market

The relevant geographic market is “the area in which buyers practically can turn for alternative sources of supply, or in which there are sellers who act to restrain the prices charged to those buyers.”²⁸ For purposes of analyzing competition in the mobile telephony product market, the Commission has indicated that the relevant geographic market is neither national nor county-specific.²⁹ Instead, the Commission has identified two relevant geographic markets – Component Economic Areas (“CEAs”) and Cellular Market Areas (“CMAs”)³⁰ – and, accordingly, Applicants have provided relevant overlap and aggregation data at the CMA and CEA level of granularity.

²⁵ See *Cingular/AWS Order*, 19 F.C.C.R. at 21588.

²⁶ *Id.* at 21553-56 (describing the mobile telephony sector), 81.

²⁷ *Id.* at 21552.

²⁸ *Bell Atlantic Mobile Systems, Inc. and NYNEX Mobile Communications Company Application For Transfer of Control of Eighty-two Cellular Radio Licenses to Cellco Partnership*, Order, 10 F.C.C.R. 13368 (WTB 1995) (citing *U.S. v. Phila. Nat. Bank*, 374 U.S. 321, 359 (1963)) (“*Bell Atlantic/NYNEX*”), *aff’d* 12 F.C.C.R. 22280 (1997); accord 2002 Biennial Regulatory Review -- Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, Report and Order and Notice of Proposed Rulemaking, 18 F.C.C.R. 13620, 13716 (2003) (noting the “Supreme Court’s definition of the relevant geographic market as the region ‘in which the seller operates, and to which the purchaser can practicably turn for supplies.’ *United States v. Grinnell Corp.*, 348 U.S. 563, 588-89 (1966)”).

²⁹ See *Cingular/AWS Order*, 19 F.C.C.R. at 21563.

³⁰ *Id.* at 21567.

C. The Proposed Transaction Will Not Adversely Affect Competition in the Wireless Telephony Market

1. Market-Specific Information

ALLTEL and WWC serve largely complementary geographic regions and, therefore, there are minimal overlaps between the parties. On a combined basis, the companies are authorized to provide mobile telephony service in 411 CMAs and 242 CEAs. The licenses ALLTEL is acquiring from WWC, however, only overlap with licenses held by ALLTEL in 27 CMAs and 39 CEAs.³¹ Thus, in the vast majority of geographic areas there is no need for any competitive analysis because there would be no reduction in the number of competitors.³²

In those areas where the proposed transaction results in an overlap, the Commission looks at the impact of the transaction on market concentration to determine whether there could be potential anticompetitive effects.³³ Initially, the Commission applies a screen to distinguish between (i) overlap areas that would not raise concentration to a level that would raise competitive concerns and (ii) overlap areas that potentially raise competitive concerns and, therefore, require a more detailed competitive analysis.³⁴ Pursuant to this screen, overlaps do not raise competitive issues *unless*:

- The transaction would increase the applicant's spectrum holdings in a relevant geographic market to 70 MHz or more;

³¹ In terms of population ("POPs"), the combined company would serve approximately 72 million people. The overlap areas involve less than 3 million POPs based on 2000 census data. Although the proposed transaction creates wireless license overlaps in 27 CMAs, the combined company would have overlapping cellular licenses in only 23 CMAs. Overlaps in the other 4 CMAs are due to PCS-PCS or cellular-PCS overlaps. Section 22.942 of the Commission's rules, also known as the cellular cross-interest rule, previously limited the ability of a party to have interests in cellular licenses on different channel blocks in the same RSA. The Commission has eliminated the prohibition effective February 14, 2005. *See* 69 Fed. Reg. 75144 (Dec. 15, 2004); *see also Cingular/AWS Order*, 19 F.C.C.R. at 21625-26 (waiving the rule because the Commission had already issued the Order eliminating the rule, and it only remained in place "due to a procedural consideration"). Finally, although John Stanton and certain other officers and directors of WWC were officers and directors of T-Mobile USA, Inc. ("T-Mobile") at one time, there are no longer any such cross-directorships and officerships between WWC and T-Mobile. *See* T-Mobile's most recent FCC Form 602 ownership report, filed January 21, 2005 (no longer listing Mr. Stanton as an officer or director). Accordingly, the CMRS holdings of T-Mobile are not attributable to WWC.

³² *See Cingular/AWS Order*, 19 F.C.C.R. at 21552.

³³ *Id.* at 21564-65.

³⁴ *Id.* at 21564-65, 21568-69.

- The transaction would increase the Herfindahl-Hirschman Index (“HHI”) by 100 or more *and* the post-transaction HHI would be greater than 2800; or
- The transaction would increase HHI by 250 or more.³⁵

This screen merely indicates that there is a need for further review, not that there are competitive problems. As the Commission has indicated:

For many markets where the facts of a high subscriber-based HHI and a high change in HHI might seem to suggest a potential competitive problem, there is in fact little likelihood of harm. We find that *the presence and capacity of other firms matter more for future competitive conditions than do current subscriber-based market shares.*³⁶

Under the first prong of this screen, the transaction would increase the amount of spectrum held by a single entity to 70 MHz or more in only 4 CMAs and 5 CEAs.³⁷ Although ALLTEL lacks the data to apply the final two prongs of the screen,³⁸ it is supplying competitor information for *all* of the CMA and CEA overlaps.³⁹ This information demonstrates that the combined company would face competition from *at least 6 facilities-based operators* in each CMA.⁴⁰ For those CMAs in which ALLTEL would hold 70 MHz or more spectrum post-merger, the Applicants provide additional information below demonstrating that the merger would not cause competitive harm.

At the outset, however, Applicants note that each of these CMAs is subject to competitive pressure from nationwide carriers, whether or not these carriers provide service in the smaller markets. Another regional operator in mid-size and smaller markets has reached a similar conclusion:

³⁵ *Id.* at 21568-69.

³⁶ *Id.* at 21579 (emphasis added).

³⁷ If ALLTEL will have 70 MHz or more in any one county within a CMA, we assume that the first prong of the screen is triggered, even if there are a number of counties within the CMA in which ALLTEL will have less than 70 MHz.

³⁸ In the *Cingular/AWS Order*, the Commission calculated HHIs using NRUF data and confidential information supplied by CMRS carriers. *Id.* at 21566-67.

³⁹ *See* Attachment 3.

⁴⁰ Because CEAs cover a larger geographic area, CMAs present the fewest number of competitors that would be present in any CEA.